

RESOLUTION NO. 08-29

RESOLUTION OF THE CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK AUTHORIZING THE ISSUANCE OF ITS VARIABLE RATE DEMAND REVENUE BONDS (ACADEMY OF MOTION PICTURE ARTS AND SCIENCES) SERIES 2008, TO REFINANCE ITS VARIABLE RATE DEMAND REVENUE BONDS (ACADEMY OF MOTION PICTURE ARTS AND SCIENCES) SERIES 2002 THE PROCEEDS OF WHICH WERE AND WILL BE USED FOR THE COSTS OF THE ACQUISITION, CONSTRUCTION, EQUIPPING AND FURNISHING OF CERTAIN ECONOMIC DEVELOPMENT FACILITIES, PROVIDING THE TERMS AND CONDITIONS FOR THE ISSUANCE OF THE BONDS AND OTHER MATTERS RELATING THERETO AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS

WHEREAS, the California Infrastructure and Economic Development Bank (the "Issuer") was established pursuant to the Bergeson-Peace Infrastructure and Economic Development Bank Act (California Government Code Section 63000 and following) (the "Act"), for the purpose of promoting economic development;

WHEREAS, the Issuer is authorized to issue tax-exempt revenue bonds pursuant to the Act to provide funds for the payment of costs of economic development facilities (as defined in the Act) located in the State of California;

WHEREAS, The Vine Street Archive Foundation, a California nonprofit public benefit corporation (the "Corporation"), has applied for the financial assistance of the Issuer to (i) refund the \$35,000,000 California Infrastructure and Economic Development Bank Insured Variable Rate Demand Revenue Bonds (Academy of Motion Picture Arts and Sciences Obligated Group) Series 2002 (the "2002 Bonds") the proceeds of which financed the acquisition, construction and development of the Corporation's film archive facility located at 1313 Vine Street and 6338, 6344 and 6350 Homewood Avenue in Los Angeles California, 90028 (the "Facilities"), and (ii) finance a portion of the costs of construction and improvement of the Facilities (collectively, the "Project"), including the payment of costs of issuance of the Bonds and other expenses of the Corporation incidental to the financing of the Project;

WHEREAS, the Corporation has represented that it has used and will continue to use the Project to house a portion of the archives of the Academy of Motion Picture Arts and Sciences, which, as a cultural and educational facility, is consistent with the definition of an economic development facility in the Act;

WHEREAS, for these purposes, the Corporation has requested the Issuer to (a) authorize the issuance of its California Infrastructure and Economic Development Bank Variable Rate Demand Revenue Bonds (Academy of Motion Picture Arts and Sciences Obligated Group) Series 2008 (the "Bonds"), in an aggregate principal amount outstanding not to exceed \$35,000,000, (b) provide for the sale of the Bonds, (c) provide for the loan of proceeds of the

sale of the Bonds to the Corporation to finance and refinance a portion of the cost of the Project, (d) provide for the payment of the principal of, premium, if any, and interest on the Bonds with revenues derived from the Corporation's repayment of that loan, and (e) take and authorize certain other actions in connection with the foregoing;

WHEREAS, the Corporation desires that the Bonds be secured by an irrevocable direct-pay letter of credit to be issued by City National Bank (the "Bank") for the benefit of the bondholders; and

WHEREAS, there is now on file with the Secretary of the Issuer the following:

(a) a proposed form of the Loan Agreement (the "Loan Agreement") to be entered into by and between the Issuer and the Corporation, providing for the loan of the proceeds of the Bonds to the Corporation;

(b) a proposed form of the Bond Indenture (the "Indenture") to be entered into by and between the Issuer and Wells Fargo Bank, National Association, as trustee (the "Trustee"), providing for the authorization and issuance of the Bonds to be dated the date of delivery thereof;

(c) a proposed form of Bond Purchase Agreement (the "Bond Purchase Agreement"), to be entered into by and among the Issuer, the Treasurer of the State of California and Shattuck Hammond Partners, a division of Morgan Keegan & Company, Inc. (the "Underwriter"), and approved by the Corporation, providing for the sale of the Bonds; and

(d) a proposed form of Official Statement with respect to the Bonds to be used in connection with the offering and sale of the Bonds.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the California Infrastructure and Economic Development Bank, as follows:

Section 1. The Issuer authorizes and approves the loan of the proceeds of the Bonds to the Corporation in order to finance and refinance a portion of the cost of the Project (including the payment of costs of issuance in connection with the Bonds) pursuant to the terms and provisions of the Loan Agreement as authorized in this Resolution. The proposed form of Loan Agreement on file with the Secretary of the Issuer is hereby approved, and the Executive Director, the Chair of the Issuer, or the Chair's designee, each acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver the Loan Agreement in substantially said form, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof. The Secretary of the Issuer is authorized to attest to the Issuer's execution of the Loan Agreement.

Section 2. The proposed form of Indenture on file with the Secretary of the Issuer is hereby approved, and the Executive Director, the Chair of the Issuer, or the Chair's designee, each acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver the Indenture to the Trustee in substantially said form, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively

evidenced by the delivery thereof. The Secretary of the Issuer is authorized to attest to the Issuer's execution of the Loan Agreement.

Section 3. The proposed form of Bond Purchase Agreement on file with the Secretary of the Issuer is hereby approved, and the Executive Director, the Chair of the Issuer, or the Chair's designee, each acting alone, is hereby authorized and empowered to execute by manual or facsimile signature and deliver the Bond Purchase Agreement in substantially said form, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the delivery thereof. The Treasurer of the State of California, as agent for sale for the Issuer's bonds, is hereby requested to sell the Bonds, notwithstanding Section 63074(d) of the Act, at any time within one hundred eighty (180) days of the adoption of this Resolution, at negotiated sale, at such prices and at such initial interest rates as he may determine in accordance with the Indenture.

Section 4. The proposed form of the Official Statement relating to the Bonds on file with the Secretary of the Issuer is hereby approved, and the Executive Director, the Chair of the Issuer or the Chair's designee, each acting alone, are hereby authorized, for, on behalf and in the name of the Issuer, to execute by manual or facsimile signature and deliver the Official Statement in substantially said form, with such changes and insertions therein as may be necessary to cause the same to carry out the intent of this Resolution and as are approved by counsel to the Issuer, such approval to be conclusively evidenced by the execution and delivery thereof. The Underwriters are hereby authorized to distribute and deliver copies of said Official Statement to purchasers of the Bonds.

Section 5. The Issuer approves the issuance of the Bonds in accordance with the terms of, and to be secured by, the Indenture, in an aggregate principal amount not to exceed \$35,000,000 outstanding at any time, to assist in financing and refinancing a portion of the costs of the Project (including the payment of certain costs of issuance in connection with the Bonds). Payment of the principal of and premium, if any, and interest on the Bonds shall be made solely from payments made by the Corporation and the other sources expressly provided in the Indenture and the Bonds shall not be deemed to constitute a debt or liability of the Issuer (except to the limited extent provided in the Indenture) or the State of California. The Executive Director, the Chair of the Issuer, or the Chair's designee, each acting alone, is hereby authorized and directed to execute, in the name and on behalf of the Issuer, by manual or facsimile signature, the Bonds in accordance with and in the form set forth in the Indenture. The Bonds shall mature no later than July 1, 2032, and be subject to redemption as provided and bear interest at the rates determined in accordance with the provisions of the Indenture.

Section 6. The Bonds, when so executed, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Bonds so delivered by executing the certificate of authentication appearing thereon and to deliver the Bonds, when duly executed and authenticated, to the Underwriter in accordance with written instructions executed on behalf of the Issuer by the Executive Director, the Chair of the Issuer, or the Chair's designee, which instructions said official is hereby authorized and directed, for and in the name of and on behalf of the Issuer, to execute and deliver to the Trustee. Such instructions

shall provide for the delivery of the Bonds to the Underwriter upon payment of the purchase price therefor.

Section 7. Pursuant to Sections 63046 and 63047 of the Act, and based upon representations made by the Corporation, the Board of Directors of the Issuer hereby finds and determines that:

- (a) the Project is located in the State of California;
- (b) the Corporation is capable of meeting its obligations incurred under the Loan Agreement;
- (c) the payments the Corporation is required make under the Loan Agreement are adequate to pay all current expenses of the Issuer in connection with the issuance of the Bonds and to make payments on the Bonds;
- (d) the proposed financing is appropriate for the Project; and
- (e) the Project is consistent with any existing local and regional comprehensive plans.

The finding in subsection (b), above, as to the Corporation's payment obligations under the Loan Agreement, is based on the requirement of the Issuer that the Bonds will be secured by an irrevocable direct-pay letter of credit issued by the Bank which will support a rating on the Bonds of at least "A3" from Moody's Investors Service, or "A-" from Standard & Poor's or Fitch Ratings, Inc..

Section 8. Based on the information provided and representations made by the Corporation, the Board of Directors of the Issuer hereby finds and determines that the Project demonstrates clear evidence of a defined public benefit in that the Project provides educational and cultural resources to the community in which it is located and the State of California.

Section 9. The Executive Director, the Chair of the Issuer, or the Chair's designee, each acting alone, is hereby authorized to execute all documents, certificates and instruments necessary or appropriate to this transaction and the issuance and sale of the Bonds.

Section 10. All actions heretofore taken by the officials and agents of the Issuer with respect to the approval, issuance and sale of the Bonds are hereby approved, confirmed and ratified, and the officers of the Issuer and their authorized designees, deputies, agents and counsel are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all certificates and documents that they, their counsel or bond counsel may deem necessary or advisable in order to consummate the issuance, sale and delivery of the Bonds and otherwise to effectuate the purposes of this Resolution, including without limitation a tax certificate concerning the exclusion of interest on the Bonds from gross income for federal income tax purposes.

Section 11. This Resolution shall take effect from and after its adoption.

PASSED, APPROVED, AND ADOPTED at a meeting of the Board of Directors of the California Infrastructure and Economic Development Bank on October 28, 2008, by the following vote:

AYES: Bonner, Marin, Sheehy, Carroll, Rice


NOES: None

ABSENT: None

ABSTAIN: None

By 
Stanton C. Hazelroth, Executive Director

Attest:

By 
Roma Cristia-Plant, Secretary